

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**SECOND SUPPLEMENTAL DECLARATION OF
STEVEN SIMMS IN SUPPORT OF THE APPLICATION OF THE
OFFICIAL COMMITTEE OF RETIRED EMPLOYEES OF THE
COMMONWEALTH OF PUERTO RICO FOR ORDER
APPROVING THE EMPLOYMENT OF FTI CONSULTING, INC.**

I, Steven Simms, hereby declare (this “**Second Supplemental Declaration**”) that the following is true and correct to the best of my knowledge, information and belief:

1. On June 27, 2017, the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) selected FTI Consulting, Inc. (“**FTI**”) as its counsel, subject to this Court’s approval.²

¹ The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686).

² For purposes of this Second Supplemental Declaration, as discussed in greater detail in Paragraph 7 of my Original Declaration (defined below), FTI does not include Compass Lexecon LLC (“**CL**”), a subsidiary of FTI.

2. On August 4, 2017, the Retiree Committee filed with the Court its *Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of FTI Consulting, Inc.* (Dkt. No. 877, the “**Application.**”)³ Attached as Exhibit A to the Application is the *Declaration of Steven Simms in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of FTI Consulting, Inc.* (Dkt. No. 877, Exhibit A, the “**Original Declaration.**”)

3. In the Original Declaration, I stated that I would amend my declaration upon learning that: (a) any of the representations made therein were incorrect, or (b) there was any change of circumstance relating thereto. Accordingly, on September 12, 2017, I submitted that certain *First Supplemental Declaration of Steven Simms in Support of the Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of FTI Consulting, Inc.* (Dkt. No. 1278, the “**First Supplemental Declaration**”). I now submit this Second Supplemental Declaration to supplement, but not to supersede in any way, the Original Disclosure and the First Supplemental Declaration.

4. I submit this Second Supplemental Declaration in an abundance of caution to disclose that FTI has been selected by the Puerto Rico Public-Private Partnerships Authority (“**P3 Authority**”), a non-Debtor in the above-referenced cases, to assist with the analysis of potential public-private partnership (“**PPP**”) projects and procurement processes related to the transformation of the Puerto Rico Electric Power Authority (“**PREPA**”). As FTI understands it, FTI’s role will be assisting the P3 Authority in reviewing, evaluating, ranking and developing recommendations on the request for submissions related to certain PPP projects being pursued by

³ Capitalized terms used herein and not defined shall have the meaning given to them in the Application.

PREPA, including: the operation, maintenance, and management of the transmission and distribution system; operation and management of PREPA's existing hydro-power generation assets, operation of PREPA's call center; and assessment of projects related to new renewable energy generation.

5. No FTI Professionals that are actively involved in representing the Retiree Committee will be involved in FTI's work for the P3 Authority. In addition, FTI will utilize rigorous internal procedures to ensure that no information or work product that contains Retiree Committee-related, privileged information shall be shared with members of the engagement team representing the P3 Authority, and vice versa.

6. Based on the foregoing and the information contained in the Original Declaration, and subject to paragraph 12 thereof, although not required by PROMESA, I believe that I am, and each FTI Professional is, a "disinterested person" as that term is defined in 11 U.S.C. § 101(14); that neither I nor any FTI Professional holds or represents any interest adverse to the Debtors' estates; and that FTI does not represent in other matters parties with any interest adverse to the Debtors' estates, except as otherwise specified in the Original Declaration and First Supplemental Declaration. Accordingly, I submit that FTI is not disqualified for employment by the Retiree Committee to represent it in these Title III Cases.

7. I will amend this Second Supplemental Declaration immediately upon learning that: (a) any of the representations herein are incorrect; or (b) there is any change of circumstance relating thereto.

I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: May 13, 2019

/s/ Steven Simms

Steven Simms